

April 13, 2010

Invoice No. 1711189
4327 68911 / 68911-000002
W6S

Sunwest Management, Inc.
3723 Fairview Industrial Drive SE
Salem, OR 97302

For legal services rendered through March 31, 2010

Restructuring

<u>Date</u>	<u>Attorney</u>	<u>Hours</u>	<u>Description</u>
03/04/10	F. Weindling	0.60	Review comments to our mark-ups from Plains Capital. Confer with G. Yates regarding same.
03/05/10	F. Weindling	0.50	Review of revised loan documents for CS-20 and CS-27 loans. Confer with G. Yates regarding same.
03/09/10	G. Yates	2.40	Finalize Merrill Lynch 7 receiver turnover and filing of stipulated order.
03/09/10	G. Yates	9.80	Preparation for Bid Procedure hearing; strategies on recommendations to the Court.
03/09/10	F. Weindling	1.90	Further work on spreadsheet outlining requirements for various terms sheet negotiations. Correspondence w/ G. Yates regarding same.
03/11/10	G. Yates	5.80	Work on status of loan modifications with secured lenders; plan actions for completing work on the term sheets and loan modifications.
03/11/10	G. Yates	6.40	Work on process for mediation; strategies concerning ways to maximize value to estate.

Sunwest Management, Inc.

<u>Date</u>	<u>Attorney</u>	<u>Hours</u>	<u>Description</u>
03/12/10	G. Yates	8.90	Analysis of Blackstone and AEW deals; strategy sessions for meetings on Monday.
03/12/10	G. Yates	2.80	Work to finalize Plains Capital loan modification; calls to Plains Capital counsel to discuss deal.
03/15/10	G. Yates	10.80	Mediation with Blackstone and AEW.
03/15/10	G. Yates	1.30	Work on Columbia Pacific loan modification closing.
03/16/10	G. Yates	11.80	Prepare for AEW/Blackstone mediation; participate in mediation; analysis of various legal issues related to mediation; review of proposed transaction documents; discuss views with mediator.
03/16/10	F. Weindling	0.20	Correspondence w/ G. Yates regarding status of various loan modification terms sheets. Confer w/ W. Moore regarding same.
03/16/10	W. Moore	0.10	Review status of term sheets and loan amendments.
03/17/10	G. Yates	11.60	Prepare for AEW/Blackstone mediation; participate in mediation; analysis of various legal issues related to mediation; review of proposed transaction documents; discuss views with mediator.
03/18/10	G. Yates	7.40	Work with Hamstreet, Kennedy and Stephens on Blackstone deal points; respond to AEW with PFA comments.
03/18/10	G. Yates	3.80	Work on secured loan modification agreements for Plains Capital and Columbia Pacific.
03/19/10	G. Yates	7.30	Analysis of AEW and Blackstone deals; consideration of legal risks with both deal; review deal documents.
03/19/10	G. Yates	4.90	Analyze issues involving Columbia Pacific loan modifications; review current loan modification documents.
03/19/10	W. Moore	0.20	Review status of loan modification agreements.
03/22/10	G. Yates	7.70	Analysis of legal issues between Blackstone and AEW.
03/22/10	G. Yates	4.60	Revisions to loan modification documents to reflect comments of Sunwest.
03/22/10	F. Weindling	0.50	Telephone conference w/ G. Yates regarding review of First Sound Bank loan documents. Preliminary review of same.
03/23/10	G. Yates	5.20	Work on First Sound Bank loan modification.
03/23/10	G. Yates	6.30	Work on Blackstone deal analysis.

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<u>Date</u>	<u>Attorney</u>	<u>Hours</u>	<u>Description</u>
03/23/10	F. Weindling	3.00	Review and mark-up of proposed First Sound loan documents. Telephone conference w/ G. Yates regarding same and regarding review of business terms in proposed documents. Further review of documents in connection with same.
03/24/10	G. Yates	1.30	Work on First Sound Bank loan modification.
03/24/10	G. Yates	3.90	Work on Blackstone agreements.
03/24/10	G. Yates	7.30	Analysis and formulation of schedule to confirmation.
03/24/10	F. Weindling	0.80	Review of revised First Sound loan documents reflecting Seyfarth comments. Correspondence w/ G. Yates regarding same.
03/25/10	G. Yates	5.60	Analysis of secured debt issues in relation to Blackstone deal.
03/25/10	G. Yates	5.90	Modify secured debt modification agreements to conform with Blackstone deal.
03/25/10	F. Weindling	0.20	Review of S. Dunn's comments to First Sound loan documents. Correspondence w/ G. Yates regarding same.
03/26/10	G. Yates	6.40	Work on secured debt modifications.
03/26/10	G. Yates	4.90	Blackstone deal analysis and planning.
03/26/10	F. Weindling	1.00	Call to G. Yates to discuss S. Dunn's comments to First Sound loan documents. Correspondence regarding same and regarding suggested revisions to address such comments. Review of further revised documents in response to S> Dunn comments. Correspondence w/ G. Yates regarding same and regarding possible additional revisions to address remaining comments.
03/29/10	G. Yates	4.90	Work on Blackstone auction matters and analysis.
03/29/10	G. Yates	4.80	Work on secured debt modifications.
03/30/10	G. Yates	3.40	Revise and finalize First Sound Bank loan modification; discuss and resolve issues with lender's counsel.
03/30/10	G. Yates	3.80	Finalize disposition of Clovis and Hobbs; discuss issues with lender's counsel.
03/30/10	G. Yates	4.90	Work on Blackstone issues related to secured loans and process for review.
03/31/10	G. Yates	4.30	Work on Blackstone issues related to secured debt restructuring.
03/31/10	G. Yates	5.90	Revise loan modification agreements with secured lenders to comply with Blackstone deal.

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<u>Date</u>	<u>Attorney</u>	<u>Hours</u>	<u>Description</u>
03/31/10	F. Weindling	3.00	Work on modification of Umpqua Bank loan. Review of existing loan documents and term sheet in connection with same. Telephone conference w/ G. Yates regarding optional terms set forth on the term sheet, the number of loans remaining outstanding on Meadowlark facility and the junior loan. Work on modification of Lewis and Clark loan. Review of existing loan documents and term sheet in connection with same.

Total Hours 198.10

Total Fees \$88,150.50

Timekeeper Summary

G. Yates	-	186.10	hours at	\$450.00	per hour
F. Weindling	-	11.70	hours at	\$365.00	per hour
W. Moore	-	0.30	hours at	\$450.00	per hour

Disbursements **Value**

Courier/Messenger	80.71
Taxi	879.75
Copying	1,990.20
Long Distance Telephone	8.80
Travel	6,830.23
Meals	945.41
Other	203.76

Total Disbursements 10,938.86

Total Fees And Disbursements This Statement \$99,089.36

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INVOICE SUMMARY

Total Fees	\$88,150.50
Total Disbursements	<u>10,938.86</u>
Total Fees and Disbursements This Statement	<u>\$99,089.36</u>

PLEASE RETURN THIS COPY WITH YOUR PAYMENT

PAYMENT MAY BE SENT BY CHECK TO:
SEYFARTH SHAW LLP
131 S. DEARBORN STREET, SUITE 2400
CHICAGO, IL 60603-5577

PAYMENT MAY BE MADE BY WIRE TO:
Bank of America
ACCOUNT NAME: Seyfarth Shaw LLP Operating Account
ACCOUNT NUMBER: 5201743357
ABA - WIRE PAYMENT NUMBER: 026-009-593
ABA - ACH PAYMENT NUMBER: 081-904-808
SWIFT CODE: BOFAUS3N

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ACCOUNTS RECEIVABLE SUMMARY

A review of our records reflects the following invoice(s) remain unpaid. Please remit your payment promptly.

<i><u>Date</u></i>	<i><u>Invoice</u></i>	<i><u>Invoice Amount</u></i>	<i><u>Payment Received</u></i>	<i><u>Balance</u></i>
03/15/10	1701225	\$194,078.13	\$0.00	\$194,078.13

If you have any questions with regard to the amount as stated, please contact Kathy Hobbs in our Finance Department at 312-460-6046.

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131 S. DEARBORN STREET, SUITE 2400
CHICAGO, IL 60603-5577

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